

ENTERED

October 13, 2022

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION****In re:****FREE SPEECH SYSTEMS, LLC.,****Debtor.**§
§
§
§
§**Case No. 22-60043****Chapter 11 (Subchapter V)****ORDER (A) AUTHORIZING EMPLOYMENT OF PATRICK MAGILL AS CHIEF
RESTRUCTURING OFFICER, (B) AUTHORIZING EMPLOYMENT OF STAFF OF
MAGILL PC IN DISCHARGE OF DUTIES AS CHIEF RESTRUCTURING OFFICER,
AND (C) GRANTING RELATED RELIEF**

Upon the *Debtor's Application for Order (A) Authorizing Employment of Patrick Magill as Chief Restructuring Officer, (B) Authorizing Employment of Staff of Magill, PC in Discharge of Duties as Chief Restructuring Officer, and (C) Granting Related Relief* (the "Application")¹; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Application is granted, to the extent set forth herein.
2. In accordance with Bankruptcy Code §§ 327(a), 328 and 330 and Bankruptcy Local Rule 2014-1, the Debtor is authorized to employ and retain Magill, effective as of the Petition

¹ Capitalized terms used by not otherwise defined in this Order shall have the meanings ascribed to such terms in the Application.

Date, as its chief restructuring officer (the “CRO”), under the terms and conditions set forth in the Application and the Engagement Agreement attached to the Application as Exhibit A thereto, as modified herein.

3. Notwithstanding anything else in this Order, the Motion, the Debtor’s corporate governance documents, or any exhibits and attachments to any of the foregoing, during the pendency of this chapter 11 case:

- a. Subparagraph 9 of the Engagement Agreement, attached as Exhibit A to the Motion, is modified to strike the second sentence.
- b. Subparagraph 17 of the Engagement Agreement, attached as Exhibit A to the Motion, is modified to read as follows: “Make business decisions on behalf of FSS as necessary or required, utilizing the CRO’s business judgment in aid of the restructuring.”
- c. The CRO shall report to the member(s) of the Debtor. This Order does not remove or displace any member of the Debtor under the Company Agreement of Free Speech Systems, LLC.

4. The CRO shall hold confidential any material, non-public information of or pertaining to FSS and/or Jones delivered to the CRO, except to the extent that such information and the person to whom such information is disclosed are subject to a protective order that is entered in these Chapter 11 Case or (i) as otherwise required to be disclosed pursuant to an order of the court or (ii) for use in the ordinary course of Debtor’s business.

5. The compensation to be paid to Magill P.C. and J. Patrick Magill shall be a flat rate of \$50,000 per month, payable semi-monthly in the amount of \$25,000 and shall constitute an administrative expense of Debtor’s estate.

6. Magill PC and J. Patrick Magill shall not be required to file fee applications or Monthly Fee Statements.

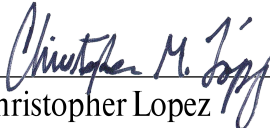
7. The CRO and Firm will review their files periodically during the pendency of the Chapter 11 Case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, the CRO and Firm will use reasonable efforts to identify such further developments and will promptly file a supplemental Declaration, as required by Fed. R. Bankr. P. 2014(a).

8. To the extent the Application, the Magill Declaration, or the Engagement Agreement is inconsistent with this Order, the terms of this Order shall govern.

9. The Debtor, the CRO, and Firm are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: October 13, 2022



Christopher Lopez
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Free Speech Systems LLC
Debtor

Case No. 22-60043-cml
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Oct 13, 2022

User: ADIuser
Form ID: pdf002

Page 1 of 3
Total Noticed: 15

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 15, 2022:

Recip ID	Recipient Name and Address
db	+ Free Speech Systems LLC, 3019 Alvin Devane Blvd. STE 300, Austin, TX 78741-7417
aty	Kyung Shik Lee, Shannon & Lee LLP, Pennzoil Place-Suite 1300, HOUSTON, TX 77027, UNITED STATES
aty	+ Shannon & Lee LLP, 700 Milam Street, STE 1300, Houston, TX 77002-2736
intp	+ Alex E Jones, c/o Jordan & Ortiz PC, 500 N Shoreline Blvd, Ste 900, Corpus Christi, TX 78401-0658
cr	+ David Wheeler, et al., c/o Cain & Skarnulis PLLC, 303 Colorado Street, Suite 2850, Austin, TX 78701-4653
cr	+ Leonard Pozner, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774
cr	+ Marcel Fontaine, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin, Suite 2700 Houston, TX 77002-6774
cr	+ Neil Heslin, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774
cr	+ Scarlett Lewis, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774
cr	+ Security Bank of Crawford, P.O. Box 90, Crawford, Tx 76638-0090
cr	+ Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748
cr	+ Veronique De La Rosa, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774

TOTAL: 12

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/PDF: acg.acg.ebn@aisinfo.com	Oct 13 2022 20:16:58	Ally Bank, c/o AIS Portfolio Services, LLC, 4515 N Santa Fe Ave. Dept. APS, Oklahoma City, OK 73118-7901
cr	+ Email/Text: lemaster@slollp.com	Oct 13 2022 20:08:00	PQPR Holdings Limited, LLC, c/o Streusand Landon Ozburn & Lemmon LLP, attn: Stephen Lemmon, 1801 S. Mopac Expressway, Suite 320, Austin, TX 78746-9817
cr	^ MEBN	Oct 13 2022 20:09:18	Texas Comptroller of Public Accounts, Revenue Acco, Christopher J. Dylla, P.O. Box 12548, Austin, TX 78711-2548

TOTAL: 3

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		ADP TotalSource, Inc.
intp		David Ross Jones
op		Marc Schwartz
op		Marc Schwartz
op		Schwartz Associates, LLC
op		Schwartz and Associates, LLC
intp		Shelby A Jordan

TOTAL: 7 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

District/off: 0541-4
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NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 15, 2022

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on October 13, 2022 at the address(es) listed below:

Name	Email Address
Avi Moshenberg	on behalf of Creditor Neil Heslin avi.moshenberg@mhllp.com patricia.flores@mhllp.com
Avi Moshenberg	on behalf of Creditor Scarlett Lewis avi.moshenberg@mhllp.com patricia.flores@mhllp.com
Avi Moshenberg	on behalf of Creditor Leonard Pozner avi.moshenberg@mhllp.com patricia.flores@mhllp.com
Avi Moshenberg	on behalf of Creditor Marcel Fontaine avi.moshenberg@mhllp.com patricia.flores@mhllp.com
Avi Moshenberg	on behalf of Creditor Veronique De La Rosa avi.moshenberg@mhllp.com patricia.flores@mhllp.com
Christopher Dylla	on behalf of Creditor Texas Comptroller of Public Accounts Revenue Accounting Division bk-cdylla@oag.texas.gov, Sherri.Simpson@oag.texas.gov
Elizabeth Carol Freeman	on behalf of Trustee Melissa A Haselden efreeman@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileeek.net
Ha Minh Nguyen	on behalf of U.S. Trustee US Trustee ha.nguyen@usdoj.gov
Jarrod B. Martin	on behalf of Creditor Neil Heslin jarrod.martin@chamberlainlaw.com Lara.Coleman@chamberlainlaw.com;atty_jmartin@bluestylus.com;ginger.davis@chamberlainlaw.com
Jarrod B. Martin	on behalf of Creditor Marcel Fontaine jarrod.martin@chamberlainlaw.com Lara.Coleman@chamberlainlaw.com;atty_jmartin@bluestylus.com;ginger.davis@chamberlainlaw.com
Jarrod B. Martin	on behalf of Creditor Leonard Pozner jarrod.martin@chamberlainlaw.com Lara.Coleman@chamberlainlaw.com;atty_jmartin@bluestylus.com;ginger.davis@chamberlainlaw.com
Jarrod B. Martin	on behalf of Creditor Veronique De La Rosa jarrod.martin@chamberlainlaw.com Lara.Coleman@chamberlainlaw.com;atty_jmartin@bluestylus.com;ginger.davis@chamberlainlaw.com
Jarrod B. Martin	on behalf of Creditor Scarlett Lewis jarrod.martin@chamberlainlaw.com Lara.Coleman@chamberlainlaw.com;atty_jmartin@bluestylus.com;ginger.davis@chamberlainlaw.com
Jason Starks	on behalf of Creditor Travis County bkecf@traviscountytexas.gov
Jayson B. Ruff	on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov
John D Malone	on behalf of Creditor Security Bank of Crawford myra@johnmalonepc.com myra@johnmalonepc.com

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Joseph S.U. Bodoff	on behalf of Creditor ADP TotalSource Inc. jbodoff@rubinrudman.com
Kyung Shik Lee	on behalf of Debtor Free Speech Systems LLC kslee50@gmail.com Courtnotices@kasowitz.com
Kyung Shik Lee	on behalf of Attorney Kyung Shik Lee kslee50@gmail.com Courtnotices@kasowitz.com
Melissa A Haselden	mhaselden@haseldenfarrow.com haseldenbankruptcytrustee@gmail.com;mhaselden@ecf.axosfs.com;haselden.melissaa.r104367@notify.bestcase.com
Melissa Anne Haselden	on behalf of Trustee Melissa A Haselden mhaselden@haseldenfarrow.com haseldenbankruptcy@gmail.com,haselden.melissaa.r104367@notify.bestcase.com
Michael P Ridulfo	on behalf of Other Prof. Schwartz and Associates LLC mridulfo@krcl.com, rcoles@krcl.com
Michael P Ridulfo	on behalf of Other Prof. Marc Schwartz mridulfo@krcl.com rcoles@krcl.com
Michael P Ridulfo	on behalf of Other Prof. Schwartz Associates LLC mridulfo@krcl.com, rcoles@krcl.com
R. J. Shannon	on behalf of Debtor Free Speech Systems LLC rshannon@shannonpllc.com rshannon@shannonleelp.com;7044075420@filings.docketbird.com
Randy W Williams	on behalf of Creditor David Wheeler et al. rww@bymanlaw.com, rw13@trustesolutions.com;rw13@trustesolutions.net;rw11@trustesolutions.net;rww.trustee1@gmail.com
Raymond William Battaglia	on behalf of Debtor Free Speech Systems LLC rbattagliaw@outlook.com rwbresolve@gmail.com
Richard A. Cochrane	on behalf of Creditor Leonard Pozner rcocrane@akingump.com jlangmack@akingump.com
Richard A. Cochrane	on behalf of Creditor Veronique De La Rosa rcocrane@akingump.com jlangmack@akingump.com
Richard A. Cochrane	on behalf of Creditor Scarlett Lewis rcocrane@akingump.com jlangmack@akingump.com
Richard A. Cochrane	on behalf of Creditor Marcel Fontaine rcocrane@akingump.com jlangmack@akingump.com
Richard A. Cochrane	on behalf of Creditor David Wheeler et al. rcocrane@akingump.com, jlangmack@akingump.com
Richard A. Cochrane	on behalf of Creditor Neil Heslin rcocrane@akingump.com jlangmack@akingump.com
Ryan E Chapple	on behalf of Creditor David Wheeler et al. rchapple@cstrial.com, apretnice@cstrial.com
Shelby A Jordan	on behalf of Interested Party Alex E Jones cmadden@jhwclaw.com
Shelby A Jordan	on behalf of Interested Party Shelby A Jordan cmadden@jhwclaw.com
Stephen A Roberts	on behalf of Interested Party David Ross Jones sroberts@srobertslawfirm.com 1222805420@filings.docketbird.com
Stephen Wayne Lemmon	on behalf of Creditor PQPR Holdings Limited LLC lemmon@slollp.com, mates@slollp.com
US Trustee	USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 39